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SECURITIES AND EXCHANGE COMMISSION Washington, DC 20549 FORM D OCT 3 1 2005 FORM D SECURITIES AND EXCHANGE COMMISSION Washington, DC 20549 FORM D OCT 3 1 2005 FORM D SEC USE ONLY Prefix Serial DATE RECEIVED SEC USE ONLY Prefix Serial DATE RECEIVED Name of Offering (: check if this is an amendment and name has changed, and indicate change.) Limited Partnership Interests Filing Under (Check box(s) that apply): Rule 504: Rule 505 Type of Filing: New Filing A. BASIC IDENTIFICATION DATA 1. Enter the information requested about the issuer Name of Issuer (: check if this is an amendment and name has changed, and indicate change.) Blue Terrain Value Fond, L.P. Address of Executive Offices (Number and Street, City, State, Zip Code) P.O. Box 111, 700 Rockland Road, Rockland, DE 19732 Address of Fornicpal Business Operations (Number and Street, City, State, Zip Code) (if different from Executive Offices) Brief Description of Business Investment Fund Type of Business Organization : comporation : imitted partnership, already formed	 		<u> </u>					
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A. BASIC IDENTIFICATION DATA					
 Enter the information requested for the following: Each promoter of the issuer, if the issuer has been organized within the past five years; Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer; Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and Each general and managing partner of partnership issuers. 					
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer: Director General and/or Managing Partner					
Full Name (Last name first, if individual) Guidance Capital Blue Terrain GP, LLC					
Business or Residence Address (Number and Street, City, State, Zip Code) P.O. Box 111, 700 Rockland Road, Rockland, DE 19732					
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director: General and/or Managing Partner Member of the General Partner					
Full Name (Last name first, if individual) Ziv, Brian C.					
Business or Residence Address (Number and Street, City, State, Zip Code) 30 S. Wacker Drive, Suite 2306, Chicago, IL 60606					
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director: General and/or Managing Partner					
Full Name (Last name first, if individual) Elliman, D. Trowbridge III					
Business or Residence Address (Number and Street, City, State, Zip Code) P.O. Box 111, 700 Rockland Road, Rockland, DE 19732					
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner					
Full Name (Last name first, if individual) Rosoff, Jacob					
Business or Residence Address (Number and Street, City, State, Zip Code) 30 S. Wacker Drive, Suite 2306, Chicago, IL 60606					

A. BASIC IDENTIFICATION DATA- continued Enter the information requested for the following: Each promoter of the issuer, if the issuer has been organized within the past five years; • Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer; · Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; Each general and managing partner of partnership issuers. Check Box(es) that Apply: Promoter : Beneficial Owner : Executive Officer : Director : General and/or Managing Partner Member of the General Partner Full Name (Last name first, if individual) Walvoord, Christopher Business or Residence Address (Number and Street, City, State, Zip Code) 30 S. Wacker Drive, Suite 2306, Chicago, IL 60606 Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director: General and/or Managing Partner Member of the General Partner Full Name (Last name first, if individual) Brick, Barry Business or Residence Address (Number and Street, City, State, Zip Code) P.O. Box 111, 700 Rockland Road, Rockland, DE 19732 Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director: General and/or Managing Partner Member of the General Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director : General and/or Managing Partner Member of the General Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code)

B. INFORMATION ABOUT OFFERING												
1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?							Yes :	No				
2.	Answer also in Appendix, Column 2, if filing under ULOE. 2. What is the minimum investment that will be accepted from any individual?								\$1,000,	000*		
3.			he sole discret nit joint owner.								Yes	No
		• .	•	-								:
4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.												
Full 1	Name (Last	name first, i	if individual)									
Busin	ess or Resid	lence Addre	ess (Number a	nd Street, (City, State,	Zip Code)						
Name	of Associa	ted Broker	or Dealer								<u> </u>	
			d Has Solicite individual St							:Al	1 States	
[AL]		[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]
Full 1	Name (Last	name first,	, if individual)								
Busin	ness or Resid	lence Addre	ess (Number a	nd Street, (City, State,	Zip Code)						
Name	of Associa	ted Broker (or Dealer									
			d Has Solicite			Purchasers						
(Chec		es" or check [AZ]	individual St [AR]	ates) [CA]	[CO]	[CT]	[DE]	[DC]	[FL]	::Al [GA]	l States [HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
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[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]
Full 1	Name (Last	name first, i	if individual)								 .	
Busin	ess or Resid	lence Addre	ess (Number a	nd Street, C	City, State,	Zip Code)		<u> </u>				
Name	of Associa	ted Broker o	or Dealer								· · · · · · · · · · · · · · · · · · ·	
			d Has Solicite									
(Chec		s" or check [AZ]	individual St [AR]	ates) [CA]	[CO]	[CT]	[DE]	[DC]	[FL]	::Al [GA]	I States [HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PRO	CEEDS	
1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box 0 and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.		
Type of Security	Aggregate Offering Price	Amount Aiready Sold
Debt	\$	\$
Equity	\$ \$	\$
: Common : Preferred	5	5
Convertible Securities (including warrants)	\$	\$
Partnership Interests	Unlimited	\$18,000,000
Other (Specify)	\$	\$
Total	Unlimited	\$18,000,000
2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."	Uniimited	
	Number Investors	Aggregate Dollar Amount of Purchases
Accredited Investors	2	\$ <u>18,000,000</u>
Non-Accredited Investors	0	\$0
3. If this filing is an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1.	Time of	Dellow Amount
Type of Offering	Type of Security	Dollar Amount Sold
Rule 505		\$
Regulation A		\$
Rule 504		\$
4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.		
Transfer Agent's Fees	:	\$
Printing and Engraving Costs	:	\$
Legal Fees	:	\$
Accounting Fees	:	\$
Sales Commission (specify finders' fees separately)	:	\$
Other Expenses (identify)	:	\$
Total	:	\$ 0

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS Enter the difference between the aggregate offering price given in response to Part C-Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer." \$18,000,000 Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C -Question 4.b above. Payments to Officers. Directors, and A ffiliates Payments to Others Salaries and fees. Purchase of real estate Purchase, rental or leasing and installation of machinery and equipment..... Construction or leasing of plant buildings and facilities..... Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger) Repayment of indebtedness : Working capital Other (specify): Investment and reinvestment \$18,000,000 \$0 Column Totals : \$18,000,000 Total Payments Listed (column totals added)...... : \$18,000,000 D. FEDERAL SIGNATURE The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the

request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type)

Signature

Date

October 17, 2005

Name of Signer (Print or Type)

Title of Signer (Print or Type)

following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written

Barry Brick Member of the General Partner